

6216-E^o

STATE OF MINNESOTA)
) ss.
COUNTY OF RAMSEY)

RECORDATION NO. _____ Filed & Recorded

MAY 14 1973 -9 45 AM

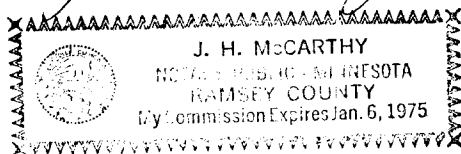
INTERSTATE COMMERCE COMMISSION

I, J. H. McCARTHY, a Notary Public in and for the State and County aforesaid, do hereby certify that on this 11th day of May, 1973, I personally compared the attached copy of the Satisfaction and Release of the Saint Paul and Duluth Railroad Company First Consolidated Mortgage, dated June 1, 1898, with the original executed Satisfaction and Release and that the copy thereof hereto attached is a true and correct copy in all respects.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal as such Notary Public in said County and State, the day and year first above written.

J. H. McCarthy

(NOTARIAL SEAL)



SATISFACTION AND RELEASE
OF
SAINT PAUL AND DULUTH RAILROAD COMPANY
FIRST CONSOLIDATED MORTGAGE
DATED JUNE 1, 1898

KNOW ALL MEN BY THESE PRESENTS, that:

(1) Saint Paul and Duluth Railroad Company, a corporation organized under the laws of the State of Minnesota, made, executed and delivered to Guaranty Trust Company of New York its First Consolidated Mortgage, dated June 1, 1898, as supplemented and amended from time to time, being hereinafter called the "Mortgage," under which there was authorized to be issued in the aggregate not in excess of Five Million Dollars (\$5,000,000) principal amount of Saint Paul and Duluth Railroad Company First Consolidated Mortgage Four Per Cent. Seventy-Year Gold Bonds due June 1, 1968.

(2) Said Mortgage was duly recorded in the offices and on the dates and in books in said offices at the pages designated as follows:

STATE OF MINNESOTA

<u>Office of the</u>	<u>Date</u>	<u>Book</u>	<u>Page</u>
Secretary of State	August 29, 1898	8 Gen. R.R. Rec.	498
Register of Deeds for the			
County of:			
Carlton	September 8, 1898	G Mortgages	210
Chisago	August 31, 1898	T "	541
Pine	September 8, 1898	L "	276
Ramsey	August 29, 1898	315 "	219
St. Louis	September 7, 1898	180 "	161
Washington	August 31, 1898	18 "	207

STATE OF WISCONSIN

Secretary of State	September 22, 1898	11 R.R. Mortgages	607
-----------------------	--------------------	----------------------	-----

STATE OF WISCONSIN (Cont.)

<u>Office of the</u>	<u>D a t e</u>	<u>B o o k</u>	<u>P a g e</u>
Register of Deeds for the			
County of:			
Burnett	September 16, 1898	H Mortgages	27
Douglas	September 7, 1898	40 "	53

INTERSTATE COMMERCE COMMISSION

Secretary of the ICC	June 28, 1971	Recordation No. 6216-B
-------------------------	---------------	------------------------

(3) Guaranty Trust Company of New York resigned as Trustee, and its resignation was accepted by the Directors of the Saint Paul and Duluth Railroad Company on September 19, 1900. The bondholders of the Saint Paul and Duluth Railroad Company on October 24, 1900, elected the Metropolitan Trust Company of the City of New York as Trustee to fill the vacancy caused by the resignation of the Guaranty Trust Company of New York, and the Board of Directors of the Saint Paul and Duluth Railroad Company on October 24, 1900, confirmed the action of the bondholders.

(4) Metropolitan Trust Company of the City of New York changed its name to Metropolitan National Bank & Trust Company of the City of New York, and changed its status as a state institution to a Federal Bank operated under a Federal Charter, which change of name and charter on the 31st day of January, 1925, received the approval of the Comptroller of the Currency of the United States.

(5) Metropolitan National Bank & Trust Company of the City of New York was merged into The Chatham and Phenix National Bank of the City of New York and the name of the said Metropolitan National Bank & Trust Company of the City of New York was changed to Chatham Phenix National Bank and Trust Company, which merger and change of name on the 16th day of March, 1925, received the approval of the Comptroller of the Currency of the United States.

(6) By virtue and as the result of an agreement made pursuant to the laws of the State of New York, under date of December 24, 1931, Chatham Phenix National Bank and Trust Company was, on February 9, 1932, merged into

Manufacturers Trust Company, a New York corporation, and the name of said Chatham Phenix National Bank and Trust Company was changed to Manufacturers Trust Company, which agreement of merger and change of name duly received the approval, pursuant to the laws of the State of New York, of the Superintendent of Banks of that State.

(7) By virtue and as a result of an agreement made pursuant to the laws of the State of New York, Manufacturers Trust Company merged with The Hanover Bank as of September 8, 1961, under the name Manufacturers Hanover Trust Company, and thereupon Manufacturers Hanover Trust Company became and is now the duly constituted and acting Trustee under said Mortgage.

(8) On June 15, 1900, Saint Paul and Duluth Railroad Company conveyed all of its properties to Northern Pacific Railway Company subject to the lien of said Mortgage, all the covenants and conditions of which Mortgage the Northern Pacific Railway Company agreed to assume, keep and perform in the place and stead of Saint Paul and Duluth Railroad Company.

(9) Pursuant to the approval and authorization of the Interstate Commerce Commission and an agreement of merger dated as of January 26, 1961, Northern Pacific Railway Company, Great Northern Railway Company and Pacific Coast R. R. Co. were on March 2, 1970, merged into Great Northern Pacific & Burlington Lines, Inc., the name of which was changed as of March 2, 1970, to Burlington Northern Inc., hereinafter called the "Company."

(10) By Indenture dated March 2, 1970, supplemental to said Mortgage, the Company assumed and agreed to be bound by all the covenants and conditions of the said Mortgage therein agreed to be kept and performed by the Saint Paul and Duluth Railroad Company and has succeeded to and been substituted for Saint Paul and Duluth Railroad Company in said Mortgage.

(11) All of said First Consolidated Mortgage Five Per Cent. Seventy-Year Gold Bonds issued under said Mortgage were and have been redeemed and all of the conditions precedent to a release of said Mortgage have been complied with.

WHEREFORE, in consideration of the foregoing and in compliance with the terms and provisions of the Mortgage, the undersigned, Manufacturers Hanover Trust Company, as Trustee, does hereby, without warranty, covenant or assurance of any kind, either express or implied, and without recourse in any event, (1) remise, release, convey and quit claim unto the Company, its successors and assigns, all estate, right, title, interest, claim and demand whatsoever which it may have

acquired under and by virtue of or arising from the Mortgage in and to all property of every kind or character whatsoever and wheresoever situated, real, personal or mixed, conveyed or intended to be conveyed by the Mortgage; (2) acknowledge full satisfaction and discharge of the Mortgage and full discharge of all rights, claims and demands which it, as Trustee, may have acquired by virtue of the Mortgage; and (3) consent and direct that the Mortgage and any and all supplements thereto be discharged of record, both as a real estate mortgage and as a chattel mortgage, and authorize the Secretary of the Interstate Commerce Commission and the recording officer of each county and state in which the Mortgage has been recorded or filed to discharge the same of record in his office.

IN WITNESS WHEREOF, MANUFACTURERS HANOVER TRUST COMPANY has caused this instrument to be signed and acknowledged by one of its Vice Presidents or an Assistant Vice President or Trust Officer, and its corporate seal to be affixed hereto and the same to be attested by its Secretary or one of its Assistant Secretaries or a Trust Officer or an Assistant Trust Officer, as of the 4th day of May 1973.

MANUFACTURERS HANOVER TRUST
COMPANY, as Trustee,

By

(Title)

(CORPORATE SEAL)

ATTEST:

(Title)

ASSISTANT TRUST OFFICER

In Presence Of:

J. Kerley

I. C. Knight
I. C. KNIGHT

STATE OF NEW YORK)
)ss.
COUNTY OF NEW YORK)

I, Kathleen C. Kelly, a Notary Public in and for the State and County aforesaid, do hereby certify that on this 4th day of May, 1973, personally appeared before me E. F. COCKINGS and W. B. DODGE, personally known to me and personally known to me to be a Assistant Vice President and a ASSISTANT TRUST OFFICER, respectively, of Manufacturers Hanover Trust Company, one of the corporations described in and which executed the foregoing instrument, and known to me to be the same persons who subscribed their names to and executed said instrument as such Assistant Vice President and ASSISTANT TRUST OFFICER, respectively, who, being by me severally duly sworn, did, each for himself, depose and say and acknowledge that the said E. F. COCKINGS resides at 3702 RIDGE BOULEVARD BKLYN, N. Y. 11220 and that the said W. B. DODGE resides at 3582 KENORA PLACE SEAFORD, N. Y. 11783; that said E. F. COCKINGS is Assistant Vice President and said W. B. DODGE is ASSISTANT TRUST OFFICER of Manufacturers Hanover Trust Company, a corporation; that the corporate seal affixed to the foregoing instrument as the seal of said corporation is such corporate seal; that said seal was affixed thereto and that said instrument was signed, sealed and executed in behalf of said corporation by order and authority of the Board of Directors of said corporation, and that they and each of them signed their names to the foregoing instrument in their respective capacities as Assistant Vice President and ASSISTANT TRUST OFFICER in behalf of said corporation by like order and authority; that they signed, sealed, executed and delivered said instrument as their free and voluntary act and deed and as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth; and they severally acknowledged to me said instrument to be the free and voluntary act and deed of said corporation, and that said corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal as such Notary Public in said County and State, the day and year first above written.

Kathleen C. Kelly
KATHLEEN C. KELLY
Notary Public, State of New York
No. 30-7218885
Qualified in Nassau County
Certificate filed in New York County
Commission Expires March 30, 1974

(NOTARIAL SEAL)